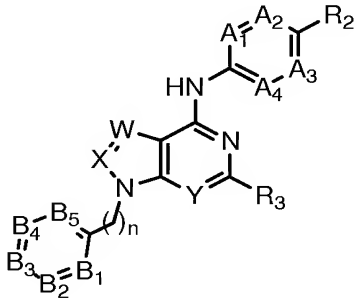
AMENDMENTS TO THE CLAIMS

This listing of claims will replace all prior versions and listings of claims in the application.

1. (Currently amended) A compound of the formula:



or a pharmaceutically acceptable salt thereof, wherein:

n is 0 or 1;

W, X and Y are each independently N or CR_1;

A_1, A_2, A_3 and A_4 are each independently N or CR_4;

B_1, B_2, B_3, B_4 and B_5 are each independently N or CR_5;

R_1 is independently selected at each occurrence from hydrogen, halogen, hydroxy, cyano, nitro, amino, C_1-C_6alkyl, haloC_1-C_6alkyl, haloC_1-C_6alkoxy, C_1-C_6alkoxycarbonyl, aminosulfonyl, C_1-C_6alkylsulfonyl, mono- and di-(C_1-C_6alkyl)aminosulfonyl, mono- and di-(C_1-C_6alkyl)aminocarbonyl, and mono- or di-(C_1-C_6alkyl)aminoC_0-C_4alkyl;

R_2 is cyano, cyanoC_1-C_6alkyl, haloC_1-C_6alkyl, C_1-C_6alkylsulfonyl, haloC_1-C_6alkylsulfonyl, mono- or di-(C_1-C_6alkyl)aminosulfonyl or mono- or di-(C_1-C_6alkyl)aminocarbonyl;

R_3 is:

(i) hydrogen, halogen, nitro or cyano; or

(ii) a group of the formula $-R_x$-L-M-R_y, wherein:

R_x is C_0-C_3alkylene;

L is a single covalent bond, O, (C=O), (C=O)O, O(C=O), S, SO_2, $(C=O)_pN(R_z)$, $N(R_z)(C=O)_p$, $SO_2N(R_z)$, or $N(R_z)SO_2$, wherein p is 0 or 1;

M is a single covalent bond, C_1-C_8alkyl, C_2-C_8alkenyl ~~C_1-C_8alkenyl~~ or C_2-C_8alkynyl~~C_1-C_8alkynyl~~, wherein each alkyl, alkenyl or alkynyl is substituted with from 0 to 9 substituents independently selected from R_b; and

R_y is:

(a) hydrogen;

(b) C_1-C_8alkyl, C_2-C_8alkenyl, C_2-C_8alkynyl, C_1-C_8alkoxy, (C_1-C_8alkyl)aminoC_0-C_8alkyl, C_1-C_8alkanoyl, C_3-C_8alkanone, C_2-C_8alkyl ether, or a 3- to 10-membered carbocycle or heterocycle, each of which is substituted with from 0 to 9 substituents independently selected from R_b; or

(c) taken together with R_x or R_z to form a 4- to 10-membered carbocycle or heterocycle that is substituted with from 0 to 9 substituents independently selected from R_b;

R_z is:

(a) hydrogen;

(b) C_1-C_8alkyl, C_2-C_8alkenyl, C_2-C_8alkynyl, C_1-C_8alkanoyl, C_3-C_8alkanone, C_2-C_8alkyl ether, or a 3- to 10-membered carbocycle or heterocycle, each of which is substituted with from 0 to 9 substituents independently selected from R_b; or

(c) taken together with R_x or R_y to form a 4- to 10-membered carbocycle or heterocycle that is substituted with from 0 to 9 substituents independently selected from R_b;

R_4 is independently selected at each occurrence from R_b, or two adjacent R_4 groups are taken together to form a 4- to 10-membered carbocycle or heterocycle that is substituted with from 0 to 4 substituents independently chosen from R_b;

R_5 is independently selected at each occurrence from R_b, or two adjacent R_5 groups are taken together to form a 4- to 10-membered carbocycle or heterocycle that is substituted with from 0 to 4 substituents independently chosen from R_b; and

R_b is independently chosen at each occurrence from:

(i) hydrogen, hydroxy, halogen, amino, aminocarbonyl, aminosulfonyl, cyano, nitro and –COOH; and

(ii) C_1-C_8alkyl, C_2-C_8alkenyl~~C_1-C_8alkenyl~~, C_2-C_8alkynyl~~C_1-C_8alkynyl~~, C_3-C_8cycloalkyl, haloC_1-C_8alkyl, C_1-C_8alkoxy, haloC_1-C_8alkoxy, C_1-C_8alkanoyl, C_1-C_8alkanoyloxy, C_1-C_8alkylthio, C_2-C_8alkyl ether, C_1-C_6alkoxycarbonyl, C_1-C_6alkylsulfonyl, mono- and di-(C_1-C_6alkyl)aminosulfonyl, mono- and di-(C_1-C_6alkyl)aminocarbonyl, and mono- and di-(C_1-C_6alkyl)aminoC_0-C_4alkyl; each of which is substituted with from 0 to 3 substituents independently chosen from hydroxy, halogen, amino, cyano, C_1-C_4alkyl, C_1-C_4alkoxy, hydroxyC_1-C_4alkyl, haloC_1-C_4alkyl, and mono- and di-(C_1-C_4alkyl)amino.

2. (Original) A compound or salt according to claim 1, wherein Y is N.

3. (Currently amended) A compound or salt according to claim 1~~ or claim 2~~, wherein W is N and X is CR_1.

4. (Currently amended) A compound or salt according to claim 1~~ or claim 2~~, wherein X is N and W is CR_1.

5. (Currently amended) A compound or salt according to ~~any one of claims 1-4~~claim 1, wherein n is 0.

6. (Currently amended) A compound or salt according to ~~any one of claims 1-5~~claim 1, wherein A_2 and A_3 are C-CH_3, C-halogen or CH.

7. (Original) A compound or salt according to claim 6, wherein A_2 and A_3 are CH.

8. (Currently amended) A compound or salt according to ~~any one of claims 1-7~~claim 1, wherein A_1 and A_4 are independently N or CH.

9. (Currently amended) A compound or salt according to ~~any one of claims 1-8~~claim 1, wherein each R_4 is independently chosen from hydrogen, halogen, cyano, C_1-C_6alkyl, C_2-C_6alkenyl~~C_1-C_6alkenyl~~, haloC_1-C_6alkyl, C_1-C_6alkoxy and haloC_1-C_6alkoxy.

10. (Currently amended) A compound or salt according to ~~any one of claims 1-9~~claim 1, wherein at least two of B_1, B_2, B_3, B_4 and B_5 are CR_5, and wherein at least one R_5 is not hydrogen.

11. (Original) A compound or salt according to claim 10, wherein each R_5 is independently chosen from hydrogen, halogen, cyano, -COOH, C_1-C_6alkyl, C_2-C_6alkenyl~~C_1-C_6alkenyl~~, haloC_1-C_6alkyl, C_1-C_6alkoxy and haloC_1-C_6alkoxy.

12. (Currently amended) A compound or salt according to ~~any one of claims 1-11~~claim 1, wherein R_2 is trifluoromethyl, methylsulfonyl, trifluoromethylsulfonyl or 2-cyano-prop-2-yl.

13. (Currently amended) A compound or salt according to ~~any one of claims 1-12~~claim 1, wherein R_3 is:

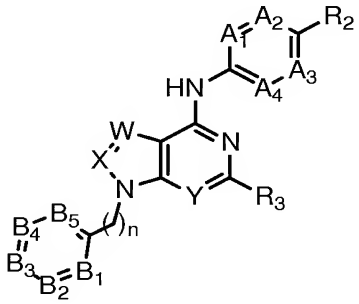
(a) hydrogen, halogen or cyano; or

(b) C_1-C_6alkyl, C_2-C_6alkenyl~~C_1-C_6alkenyl~~, C_2-C_6alkyl ether, mono- or di-(C_1-C_6alkyl)aminoC_0-C_4alkyl or (4- to 10-membered heterocycloalkyl)C_0-C_6alkyl, each of which is substituted with from 0 to 4 substituents independently chosen from halogen, cyano, C_1-C_4alkyl, and haloC_1-C_4alkyl.

14. (Original) A compound or salt according to claim 13, wherein R_3 is hydrogen.

15. (Original) A compound or salt according to claim 13, wherein R_3 is C_2-C_6alkyl ether, mono- or di-(C_1-C_6alkyl)aminoC_0-C_4alkyl or (4- to 10-membered heterocycloalkyl)C_0-C_6alkyl, each of which is substituted with from 0 to 4 substituents independently chosen from halogen, cyano, methyl and ethyl.

16. (Currently amended) A compound of the formula:



or a pharmaceutically acceptable salt thereof, wherein:

n is 0 or 1;

W, X and Y are each independently N or CR_1;

A_1, A_2, A_3 and A_4 are each independently N or CR_4; such that A_2 and A_3 are not C_1-C_6alkyl if R_2 is C_1-C_6alkyl;

B_1, B_2, B_3, B_4 and B_5 are each independently N or CR_5;

R_1 is independently selected at each occurrence from hydrogen, halogen, hydroxy, cyano, nitro, amino, C_1-C_6alkyl, haloC_1-C_6alkyl, haloC_1-C_6alkoxy, C_1-C_6alkoxycarbonyl, aminosulfonyl, C_1-C_6alkylsulfonyl, mono- and di-(C_1-C_6alkyl)aminosulfonyl, mono- and di-(C_1-C_6alkyl)aminocarbonyl, and mono- and di-(C_1-C_6alkyl)aminoC_0-C_4alkyl;

R_2 is halogen, cyano, amino, C_3-C_6alkyl, cyanoC_1-C_6alkyl, haloC_1-C_6alkyl, mono- or di-(C_1-C_6alkyl)aminoC_0-C_4alkyl, C_1-C_6alkylsulfonyl, haloC_1-C_6alkylsulfonyl, mono- or di-(C_1-C_6alkyl)aminosulfonyl, or mono- or di-(C_1-C_6alkyl)aminocarbonyl;

R_3 is:

(i) hydrogen, nitro or cyano; or

(ii) a group of the formula $-R_x$-L-M-R_y, wherein:

R_x is C_0-C_3alkylene;

L is a single covalent bond, O, (C=O), (C=O)O, O(C=O), S, SO_2, $(C=O)_pN(R_z)$, $N(R_z)(C=O)_p$, $SO_2N(R_z)$, or $N(R_z)SO_2$, wherein p is 0 or 1;

M is a single covalent bond, C_1-C_8alkyl, C_2-C_8alkenyl ~~C_1-C_8alkenyl~~ or C_2-C_8alkynyl~~C_1-C_8alkynyl~~, wherein each alkyl, alkenyl or alkynyl is substituted with from 0 to 9 substituents independently selected from R_b; and

R_y is:

(a) hydrogen;

(b) C_1-C_8alkyl, C_2-C_8alkenyl, C_2-C_8alkynyl, C_1-C_8alkoxy, (C_1-C_8alkyl)aminoC_0-C_8alkyl, C_1-C_8alkanoyl, C_3-C_8alkanone, C_2-C_8alkyl ether, or a 3- to 10-membered carbocycle or heterocycle, each of which is substituted with from 0 to 9 substituents independently selected from R_b; or

(c) taken together with R_x or R_z to form a 4- to 10-membered carbocycle or heterocycle that is substituted with from 0 to 9 substituents independently selected from R_b;

R_z is:

(a) hydrogen;

(b) C_1-C_8alkyl, C_2-C_8alkenyl, C_2-C_8alkynyl, C_1-C_8alkanoyl, C_3-C_8alkanone, C_2-C_8alkyl ether, or a 3- to 10-membered carbocycle or heterocycle, each of which is substituted with from 0 to 9 substituents independently selected from R_b; or

(c) taken together with R_x or R_y to form a 3- to 10-membered carbocycle or heterocycle that is substituted with from 0 to 9 substituents independently selected from R_b;

such that R_3 is not an unsubstituted alkyl group;

R_4 is independently selected at each occurrence from R_b, or two adjacent R_4 groups are taken together to form a 4- to 10-membered carbocycle or heterocycle that is substituted with from 0 to 4 substituents independently chosen from R_b;

R_5 is independently selected at each occurrence from hydrogen, hydroxy, halogen, amino, aminocarbonyl, cyano, nitro, -COOH, C_1-C_6alkyl, C_2-C_6alkenyl~~C_1-C_6alkenyl~~, C_2-C_8alkynyl~~C_1-C_6alkynyl~~, haloC_1-C_6alkyl, aminoC_1-C_6alkyl, cyanoC_1-C_6alkyl, C_1-C_6alkoxy, haloC_1-C_6alkoxy, C_1-C_8alkanoyl, C_1-C_8alkanoyloxy, C_1-C_8alkylthio, C_2-C_8alkyl ether, C_1-C_6alkoxycarbonyl, aminosulfonyl, C_1-C_6alkylsulfonyl, mono- and di-(C_1-C_6alkyl)aminosulfonyl, mono- and di-(C_1-C_6alkyl)aminocarbonyl, and mono- and di-(C_1-C_6alkyl)aminoC_0-C_4alkyl; or two adjacent R_5 groups are taken together to form a 4- to 10-membered carbocycle or heterocycle that is substituted with from 0 to 4 substituents independently chosen from R_b; and

R_b is independently chosen at each occurrence from:

(i) hydrogen, hydroxy, halogen, amino, aminocarbonyl, aminosulfonyl, cyano, nitro and –COOH; and

(ii) C_1-C_8alkyl, C_2-C_8alkenyl~~C_1-C_8alkenyl~~, C_2-C_8alkynyl~~C_1-C_8alkynyl~~, C_3-C_8cycloalkyl, haloC_1-C_8alkyl, C_1-C_8alkoxy, haloC_1-C_8alkoxy, C_1-C_8alkanoyl, C_1-C_8alkanoyloxy, C_1-C_8alkylthio, C_2-C_8alkyl ether, C_1-C_6alkoxycarbonyl, C_1-C_6alkylsulfonyl, mono- and di-(C_1-C_6alkyl)aminosulfonyl, mono- and di-(C_1-C_6alkyl)aminocarbonyl, and mono- and di-(C_1-C_6alkyl)aminoC_0-C_4alkyl; each of which is substituted with from 0 to 3 substituents independently chosen from hydroxy, halogen, amino, cyano, C_1-C_4alkyl, C_1-C_4alkoxy, hydroxyC_1-C_4alkyl, haloC_1-C_4alkyl, and mono- and di-(C_1-C_4alkyl)amino.

17. (Original) A compound or salt according to claim 16, wherein Y is N.

18. (Currently amended) A compound or salt according to claim 16~~ or claim 17~~, wherein W is N and X is CR_1.

19. (Currently amended) A compound or salt according to claim 16~~ or claim 17~~, wherein X is N and W is CR_1.

20. (Currently amended) A compound or salt according to ~~any one of claims 16-19~~claim 16, wherein n is 0.

21. (Currently amended) A compound or salt according to ~~any one of claims 16-20~~claim 16, wherein A_2 and A_3 are CH.

22. (Currently amended) A compound or salt according to claim 16~~any one of claims 16-21~~, wherein A_1 and A_4 are independently N or CH.

23. (Currently amended) A compound or salt according to claim 16~~any one of claims 16-22~~, wherein at least two of B_1, B_2, B_3, B_4 and B_5 are CR_5, and wherein at least one R_5 is not hydrogen.

24. (Currently amended) A compound or salt according to claim 23, wherein each R_5 is independently chosen from hydrogen, halogen, cyano, -COOH, C_1-C_6alkyl, C_2-C_6alkenyl~~C_1-C_6alkenyl~~, haloC_1-C_6alkyl, C_1-C_6alkoxy and haloC_1-C_6alkoxy.

25. (Currently amended) A compound or salt according to claim 16~~any one of claims 16-24~~, wherein R_2 is halogen, isopropyl, t-butyl, trifluoromethyl, methylsulfonyl, trifluoromethylsulfonyl or 2-cyano-prop-2-yl.

26. (Currently amended) A compound or salt according to claim 16~~any one of claims 16-25~~, wherein R_3 is:

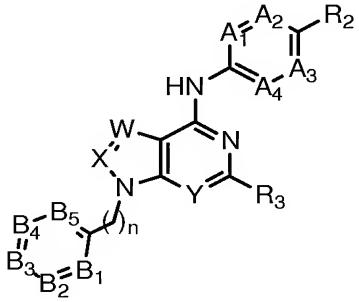
(a) hydrogen or cyano; or

(b) C_2-C_6alkyl ether, mono- or di-(C_1-C_6alkyl)aminoC_0-C_4alkyl or (4- to 10-membered heterocycloalkyl)C_0-C_6alkyl, each of which is substituted with from 0 to 4 substituents independently chosen from halogen, cyano, C_1-C_4alkyl, and haloC_1-C_4alkyl.

27. (Original) A compound or salt according to claim 26, wherein R_3 is hydrogen.

28. (Original) A compound or salt according to claim 26, wherein R_3 is C_2-C_6alkyl ether, mono- or di-(C_1-C_6alkyl)aminoC_0-C_4alkyl or (4- to 10-membered heterocycloalkyl)C_0-C_6alkyl, each of which is substituted with from 0 to 4 substituents independently chosen from halogen, cyano, methyl and ethyl.

29. (Currently amended) A compound of the formula:



or a pharmaceutically acceptable salt thereof, wherein:

n is 0 or 1;

W, X and Y are each independently N or CR_1;

A_1 and A_4 are independently N or CH;

A_2 and A_3 are independently N or CR_4; such that neither A_2 nor A_3 is C_1-C_6alkyl if R_2 is C_1-C_6alkyl;

B_1, B_2, B_3, B_4 and B_5 are each independently N or CR_5; such that at least one of B_1, B_2, B_3, B_4 and B_5 is a substituted carbon;

R_1 is independently selected at each occurrence from hydrogen, halogen, hydroxy, cyano, nitro, amino, C_1-C_6alkyl, haloC_1-C_6alkyl, haloC_1-C_6alkoxy, C_1-C_6alkoxycarbonyl, aminosulfonyl, C_1-C_6alkylsulfonyl, mono- and di-(C_1-C_6alkyl)aminosulfonyl, mono- and di-(C_1-C_6alkyl)aminocarbonyl, and mono- and di-(C_1-C_6alkyl)aminoC_0-C_4alkyl;

R_2 is halogen, cyano, amino, C_3-C_6alkyl, cyanoC_1-C_6alkyl, haloC_1-C_6alkyl, mono- or di-(C_1-C_6alkyl)aminoC_0-C_4alkyl, C_1-C_6alkylsulfonyl, haloC_1-C_6alkylsulfonyl, mono- or di-(C_1-C_6alkyl)aminosulfonyl, or mono- or di-(C_1-C_6alkyl)aminocarbonyl;

R_3 is:

(i) hydrogen, halogen, nitro or cyano; or

(ii) a group of the formula $-R_x$-L-M-R_y, wherein:

R_x is C_0-C_3alkylene;

L is a single covalent bond, O, (C=O), (C=O)O, O(C=O), S, SO_2, $(C=O)_pN(R_z)$, $N(R_z)(C=O)_p$, $SO_2N(R_z)$, or $N(R_z)SO_2$, wherein p is 0 or 1;

M is a single covalent bond, C_1-C_8alkyl, C_2-C_8alkenyl ~~C_1-C_8alkenyl~~ or C_2-C_8alkynyl~~C_1-C_8alkynyl~~, wherein each alkyl, alkenyl or alkynyl is substituted with from 0 to 9 substituents independently selected from R_b; and

R_y is:

(a) hydrogen;

(b) C_1-C_8alkyl, C_2-C_8alkenyl, C_2-C_8alkynyl, C_1-C_8alkoxy, (C_1-C_8alkyl)aminoC_0-C_8alkyl, C_1-C_8alkanoyl, C_3-C_8alkanone, C_2-C_8alkyl ether, or a 3- to 10-membered carbocycle or heterocycle, each of which is substituted with from 0 to 9 substituents independently selected from R_b; or

(c) taken together with R_x or R_z to form a 4- to 10-membered carbocycle or heterocycle that is substituted with from 0 to 9 substituents independently selected from R_b;

R_z is:

(a) hydrogen;

(b) C_1-C_8alkyl, C_2-C_8alkenyl, C_2-C_8alkynyl, C_1-C_8alkanoyl, C_3-C_8alkanone, C_2-C_8alkyl ether, or a 3- to 10-membered carbocycle or heterocycle, each of which is substituted with from 0 to 9 substituents independently selected from R_b; or

(c) taken together with R_x or R_y to form a 3- to 10-membered carbocycle or heterocycle that is substituted with from 0 to 9 substituents independently selected from R_b;

R_4 is independently selected at each occurrence from R_b, or two adjacent R_4 groups are taken together to form a 4- to 10-membered carbocycle or heterocycle that is substituted with from 0 to 4 substituents independently chosen from R_b;

R_5 is independently selected at each occurrence from hydrogen, hydroxy, halogen, amino, aminocarbonyl, cyano, nitro, -COOH, C_1-C_6alkyl, C_2-C_6alkenyl~~C_1-C_6alkenyl~~, C_2-C_8alkynyl~~C_1-C_6alkynyl~~, C_3-C_8cycloalkyl, haloC_1-C_6alkyl, aminoC_1-C_6alkyl, cyanoC_1-C_6alkyl, C_1-C_6alkoxy, haloC_1-C_6alkoxy, C_1-C_8alkanoyl, C_1-C_8alkanoyloxy, C_1-C_8alkylthio, C_2-C_8alkyl ether, C_1-C_6alkoxycarbonyl, aminosulfonyl, C_1-C_6alkylsulfonyl, mono- and di-(C_1-C_6alkyl)aminosulfonyl, mono- and di-(C_1-C_6alkyl)aminocarbonyl, and mono- and di-(C_1-C_6alkyl)aminoC_0-C_4alkyl; or two adjacent R_5 groups are taken together to form a 4- to 10-membered carbocycle or heterocycle that is substituted with from 0 to 4 substituents independently chosen from R_b; and

R_b is independently chosen at each occurrence from:

(i) hydroxy, halogen, amino, aminocarbonyl, aminosulfonyl, cyano, nitro and –COOH; and

(ii) C_1-C_8alkyl, C_2-C_8alkenyl~~C_1-C_8alkenyl~~, C_2-C_8alkynyl~~C_1-C_8alkynyl~~, C_3-C_8cycloalkyl, haloC_1-C_8alkyl, C_1-C_8alkoxy, haloC_1-C_8alkoxy, C_1-C_8alkanoyl, C_1-C_8alkanoyloxy, C_1-C_8alkylthio, C_2-C_8alkyl ether, C_1-C_6alkoxycarbonyl, C_1-C_6alkylsulfonyl, mono-

and di-(C_1-C_6alkyl)aminosulfonyl, mono- and di-(C_1-C_6alkyl)aminocarbonyl, and mono- and di-(C_1-C_6alkyl)aminoC_0-C_4alkyl; each of which is substituted with from 0 to 3 substituents independently chosen from hydroxy, halogen, amino, cyano, C_1-C_4alkyl, C_1-C_4alkoxy, hydroxyC_1-C_4alkyl, haloC_1-C_4alkyl, and mono- and di-(C_1-C_4alkyl)amino.

30. (Original) A compound or salt according to claim 29, wherein Y is N.

31. (Currently amended) A compound or salt according to claim 29~~ or claim 30~~, wherein W is N and X is CR_1.

32. (Currently amended) A compound or salt according to claim 29~~ or claim 30~~, wherein X is N and W is CR_1.

33. (Currently amended) A compound or salt according to claim 29~~any one of claims 29-32~~, wherein n is 0.

34. (Cancelled)

35. (Currently amended) A compound or salt according to claim 29~~any one of claims 29-34~~, wherein one or both of B_1 and B_5 is CR_5, and wherein R_5 at B_1 or B_5 is not hydrogen.

36. (Currently amended) A compound or salt according to claim 29~~any one of claims 29-35~~, wherein each R_5 is independently chosen from hydrogen, halogen, cyano, -COOH, C_1-C_6alkyl, C_2-C_6alkenyl~~C_1-C_6alkenyl~~, haloC_1-C_6alkyl, C_1-C_6alkoxy and haloC_1-C_6alkoxy.

37. (Currently amended) A compound or salt according to claim 29~~any one of claims 29-36~~, wherein R_2 is halogen, isopropyl, t-butyl, trifluoromethyl, methylsulfonyl, trifluoromethylsulfonyl or 2-cyano-prop-2-yl.

38. (Currently amended) A compound or salt according to claim 29~~any one of claims 29-37~~, wherein R_3 is:

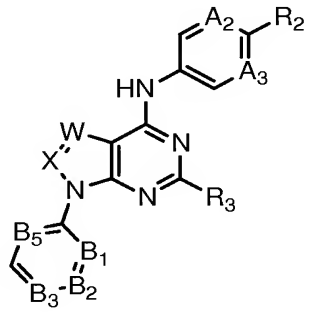
(a) hydrogen, halogen or cyano; or

(b) C_1-C_6alkyl, C_2-C_6alkyl ether, mono- or di-(C_1-C_6alkyl)aminoC_0-C_4alkyl or (4- to 10-membered heterocycloalkyl)C_0-C_6alkyl, each of which is substituted with from 0 to 4 substituents independently chosen from halogen, cyano, C_1-C_4alkyl, and haloC_1-C_4alkyl.

39. (Original) A compound or salt according to claim 38, wherein R_3 is hydrogen.

40. (Original) A compound or salt according to claim 38, wherein R_3 is C_2-C_6alkyl ether, mono- or di-(C_1-C_6alkyl)aminoC_0-C_4alkyl or (4- to 10-membered heterocycloalkyl)C_0-C_6alkyl, each of which is substituted with from 0 to 4 substituents independently chosen from halogen, cyano, methyl and ethyl.

41. (Currently amended) A compound of the formula:



or a pharmaceutically acceptable salt thereof, wherein:
W and X are independently N or CR_1, such that at least one of W and X is N;
A_2 and A_3 are each CR_4;
B_1, B_2 and B_3 are CR_5; such that at least one R_5 is not hydrogen;
B_5 is N or CH;

R_1, if present, is hydrogen or methyl;

R_2 is halogen, isopropyl, t-butyl, haloC_1-C_6alkyl, C_1-C_6alkylsulfonyl, haloC_1-C_6alkylsulfonyl, hydroxyC_1-C_6alkyl or cyanoC_1-C_6alkyl;

R_3 is:

(a) hydrogen, halogen or cyano; or

(b) C_2-C_6alkyl ether, mono- or di-(C_1-C_6alkyl)aminoC_0-C_4alkyl or (4- to 10-membered heterocycloalkyl)C_0-C_6alkyl, each of which is substituted with from 0 to 4 substituents independently chosen from halogen, cyano, C_1-C_4alkyl, and haloC_1-C_4alkyl;

each R_4 is independently chosen from methyl, halogen and hydrogen; and

each R_5 is independently chosen from hydrogen, halogen, cyano, -COOH, C_1-C_6alkyl, C_2-C_6alkenyl~~C_1-C_6alkenyl~~, haloC_1-C_6alkyl, C_1-C_6alkoxy and haloC_1-C_6alkoxy.

42. (Currently amended) A compound or salt according to claim 1~~any one of claims 1-41~~, wherein the compound has an IC_{50} value of 1 micromolar or less in a capsaicin receptor calcium mobilization assay.

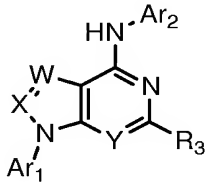
43. (Currently amended) A compound or salt according to claim 1~~any one of claims 1-41~~, wherein the compound has an IC_{50} value of 100 nanomolar or less in a capsaicin receptor calcium mobilization assay.

44. (Cancelled)

45. (Currently amended) A pharmaceutical composition, comprising at least one compound or salt according to claim 1~~any one of claims 1-41~~, in combination with a physiologically acceptable carrier or excipient.

46. (Original) A pharmaceutical composition according to claim 45, wherein the composition is formulated as an injectible fluid, an aerosol, a cream, a gel, a pill, a capsule, a syrup or a transdermal patch.

47. (Currently amended) A method for reducing calcium conductance of a cellular capsaicin receptor, comprising contacting a cell expressing a capsaicin receptor with at least one compound of the formula:



or a pharmaceutically acceptable salt thereof, wherein:

Ar_1 is a phenyl, benzyl or a 5- or 6-membered heteroaryl or (heteroaryl)methyl group, each of which is substituted with from 0 to 5 substituents independently chosen from R_b and groups that are taken together to form a fused 5- or 6-membered carbocycle or heterocycle that is substituted with from 0 to 5 substituents independently chosen from R_b;

Ar_2 is phenyl, naphthyl or a 5- to 10-membered heteroaryl group, each of which is substituted with from 0 to 5 substituents independently chosen from R_b;

W, X and Y are each independently N or CR_1;

R_1 is independently selected at each occurrence from hydrogen, halogen, cyano, nitro, amino, C_1-C_6alkyl, haloC_1-C_6alkyl, C_1-C_6alkoxy, haloC_1-C_6alkoxy, C_1-C_6alkoxycarbonyl, aminocarbonyl, aminosulfonyl, C_1-C_6alkylsulfonyl, mono- and di-(C_1-C_6alkyl)aminosulfonyl, mono- and di-(C_1-C_6alkyl)aminocarbonyl, and mono- and di-(C_1-C_6alkyl)aminoC_0-C_4alkyl;

R_3 is:

(i) hydrogen, halogen, nitro or cyano; or

(ii) a group of the formula $-R_x$-L-M-R_y, wherein:

R_x is C_0-C_3alkylene;

L is a single covalent bond, O, (C=O), (C=O)O, O(C=O), S, SO_2, $(C=O)_pN(R_z)$, $N(R_z)(C=O)_p$, $SO_2N(R_z)$, or $N(R_z)SO_2$, wherein p is 0 or 1;

M is a single covalent bond, C_1-C_8alkyl, $\underline{C_2\text{-}C_8\text{alkenyl}}$ ~~$C_1\text{-}C_8\text{alkenyl}$~~ or $\underline{C_2\text{-}C_8\text{alkynyl}}$~~$C_1\text{-}C_8\text{alkynyl}$~~, wherein each alkyl, alkenyl or alkynyl is substituted with from 0 to 9 substituents independently selected from R_b; and

R_y is:

(a) hydrogen;

(b) C_1-C_8alkyl, C_2-C_8alkenyl, C_2-C_8alkynyl, C_1-C_8alkoxy, (C_1-C_8alkyl)aminoC_0-C_8alkyl, C_1-C_8alkanoyl, C_3-C_8alkanone, C_2-C_8alkyl ether, or a 3- to 10-membered carbocycle or heterocycle, each of which is substituted with from 0 to 9 substituents independently selected from R_b; or

(c) taken together with R_x or R_z to form a 4- to 10-membered carbocycle or heterocycle that is substituted with from 0 to 9 substituents independently selected from R_b;

R_z is:

(a) hydrogen;

(b) C_1-C_8alkyl, C_2-C_8alkenyl, C_2-C_8alkynyl, C_1-C_8alkanoyl, C_3-C_8alkanone, C_2-C_8alkyl ether, or a 3- to 10-membered carbocycle or heterocycle, each of which is substituted with from 0 to 9 substituents independently selected from R_b; or

(c) taken together with R_x or R_y to form a 4- to 10-membered carbocycle or heterocycle that is substituted with from 0 to 9 substituents independently selected from R_b; and

R_b is independently chosen at each occurrence from:

(i) hydrogen, hydroxy, halogen, amino, aminocarbonyl, aminosulfonyl, cyano, nitro and –COOH; and

(ii) C_1-C_8alkyl, C_2-C_8alkenyl~~C_1-C_8alkenyl~~, C_2-C_8alkynyl~~C_1-C_8alkynyl~~, C_3-C_8cycloalkyl, haloC_1-C_8alkyl, C_1-C_8alkoxy, haloC_1-C_8alkoxy, C_1-C_8alkanoyl, C_1-C_8alkanoyloxy, C_1-C_8alkylthio, C_2-C_8alkyl ether, C_1-C_6alkoxycarbonyl, C_1-C_6alkylsulfonyl, mono- and di-(C_1-C_6alkyl)aminosulfonyl, mono- and di-(C_1-C_6alkyl)aminocarbonyl, and mono- and di-(C_1-C_6alkyl)aminoC_0-C_4alkyl; each of which is substituted with from 0 to 3 substituents independently chosen from hydroxy, halogen, amino, cyano, C_1-C_4alkyl, C_1-C_4alkoxy, hydroxyC_1-C_4alkyl, haloC_1-C_4alkyl, and mono- and di-(C_1-C_4alkyl)amino;

and thereby reducing calcium conductance of the capsaicin receptor.

48. (Currently amended) A method according to claim 47, wherein the compound is a compound according to claim 1~~any one of claims 1-41~~.

49. (Original) A method according to claim 47, wherein the cell is contacted *in vivo* in an animal.

50. (Original) A method according to claim 49, wherein the cell is a neuronal cell.

51. (Original) A method according to claim 49, wherein the cell is a urothelial cell.

52. (Original) A method according to claim 49, wherein during contact the compound is present within a body fluid of the animal.

53. (Original) A method according to claim 49, wherein the compound is present in the blood of the animal at a concentration of 1 micromolar or less.

54. – 55. (Cancelled)

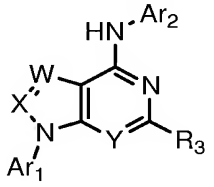
56. (Original) A method according to claim 49, wherein the animal is a human.

57. (Original) A method according to claim 49, wherein the compound is administered orally.

58. – 62. (Cancelled)

63. (Original) A method according to claim 60, wherein the compound is present in the blood of the patient at a concentration of 1 micromolar or less.

64. (Currently amended) A method for treating a condition responsive to capsaicin receptor modulation in a patient, comprising administering to the patient a therapeutically effective amount of at least one compound of the formula:



or a pharmaceutically acceptable salt thereof, wherein:

Ar_1 is a phenyl, benzyl or a 5- or 6-membered heteroaryl or (heteroaryl)methyl group, each of which is substituted with from 0 to 5 substituents independently chosen from R_b and groups that are taken together to form a fused 5- or 6-membered carbocycle or heterocycle that is substituted with from 0 to 5 substituents independently chosen from R_b;

Ar_2 is phenyl, naphthyl or a 5- to 10-membered heteroaryl group, each of which is substituted with from 0 to 5 substituents independently chosen from R_b;

W, X and Y are each independently N or CR_1;

R_1 is independently selected at each occurrence from hydrogen, halogen, cyano, nitro, amino, C_1-C_6alkyl, haloC_1-C_6alkyl, C_1-C_6alkoxy, haloC_1-C_6alkoxy, C_1-C_6alkoxycarbonyl, aminocarbonyl, aminosulfonyl, C_1-C_6alkylsulfonyl, mono- and di-(C_1-C_6alkyl)aminosulfonyl, mono- and di-(C_1-C_6alkyl)aminocarbonyl, and mono- and di-(C_1-C_6alkyl)aminoC_0-C_4alkyl;

R_3 is:

(i) hydrogen, halogen, nitro or cyano; or

(ii) a group of the formula $-R_x$-L-M-R_y, wherein:

R_x is C_0-C_3alkylene;

L is a single covalent bond, O, (C=O), (C=O)O, O(C=O), S, SO_2, $(C=O)_pN(R_z)$, $N(R_z)(C=O)_p$, $SO_2N(R_z)$, or $N(R_z)SO_2$, wherein p is 0 or 1;

M is a single covalent bond, C_1-C_8alkyl, $\underline{C_2\text{-}C_8\text{alkenyl}}$ ~~$C_1\text{-}C_8\text{alkenyl}$~~ or $\underline{C_2\text{-}C_8\text{alkynyl}}$~~$C_1\text{-}C_8\text{alkynyl}$~~, wherein each alkyl, alkenyl or alkynyl is substituted with from 0 to 9 substituents independently selected from R_b; and

R_y is:

(a) hydrogen;

(b) C_1-C_8alkyl, C_2-C_8alkenyl, C_2-C_8alkynyl, C_1-C_8alkoxy, (C_1-C_8alkyl)aminoC_0-C_8alkyl, C_1-C_8alkanoyl, C_3-C_8alkanone, C_2-C_8alkyl ether, or a 3- to 10-membered carbocycle or heterocycle, each of which is substituted with from 0 to 9 substituents independently selected from R_b; or

(c) taken together with R_x or R_z to form a 4- to 10-membered carbocycle or heterocycle that is substituted with from 0 to 9 substituents independently selected from R_b;

R_z is:

(a) hydrogen;

(b) C_1-C_8alkyl, C_2-C_8alkenyl, C_2-C_8alkynyl, C_1-C_8alkanoyl, C_3-C_8alkanone, C_2-C_8alkyl ether, or a 3- to 10-membered carbocycle or heterocycle, each of which is substituted with from 0 to 9 substituents independently selected from R_b; or

(c) taken together with R_x or R_y to form a 4- to 10-membered carbocycle or heterocycle that is substituted with from 0 to 9 substituents independently selected from R_b; and

R_b is independently chosen at each occurrence from:

(i) hydrogen, hydroxy, halogen, amino, aminocarbonyl, aminosulfonyl, cyano, nitro and –COOH; and

(ii) C_1-C_8alkyl, C_2-C_8alkenyl~~C_1-C_8alkenyl~~, C_2-C_8alkynyl~~C_1-C_8alkynyl~~, C_3-C_8cycloalkyl, haloC_1-C_8alkyl, C_1-C_8alkoxy, haloC_1-C_8alkoxy, C_1-C_8alkanoyl, C_1-C_8alkanoyloxy, C_1-C_8alkylthio, C_2-C_8alkyl ether, C_1-C_6alkoxycarbonyl, C_1-C_6alkylsulfonyl, mono- and di-(C_1-C_6alkyl)aminosulfonyl, mono- and di-(C_1-C_6alkyl)aminocarbonyl, and mono- and di-(C_1-C_6alkyl)aminoC_0-C_4alkyl; each of which is substituted with from 0 to 3 substituents independently chosen from hydroxy, halogen, amino, cyano, C_1-C_4alkyl, C_1-C_4alkoxy, hydroxyC_1-C_4alkyl, haloC_1-C_4alkyl, and mono- and di-(C_1-C_4alkyl)amino;

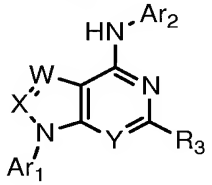
and thereby alleviating the condition in the patient.

65. (Currently amended) A method according to claim 64, wherein the compound is a compound according to claim 1~~any one of claims 1-41~~.

66. (Original) A method according to claim 64, wherein the patient is suffering from (i) exposure to capsaicin, (ii) burn or irritation due to exposure to heat, (iii) burns or irritation due to exposure to light, (iv) burn, bronchoconstriction or irritation due to exposure to tear gas, infectious agents, air pollutants or pepper spray, or (v) burn or irritation due to exposure to acid.

67. (Original) A method according to claim 64, wherein the condition is asthma or chronic obstructive pulmonary disease.

68. (Currently amended) A method for treating pain in a patient, comprising administering to a patient suffering from pain a therapeutically effective amount of at least one compound of the formula:



or a pharmaceutically acceptable salt thereof, wherein:

Ar_1 is a phenyl, benzyl or a 5- or 6-membered heteroaryl or (heteroaryl)methyl group, each of which is substituted with from 0 to 5 substituents independently chosen from R_b and groups that are taken together to form a fused 5- or 6-membered

carbocycle or heterocycle that is substituted with from 0 to 5 substituents independently chosen from R_b;

Ar_2 is phenyl, naphthyl or a 5- to 10-membered heteroaryl group, each of which is substituted with from 0 to 5 substituents independently chosen from R_b;

W, X and Y are each independently N or CR_1;

R_1 is independently selected at each occurrence from hydrogen, halogen, cyano, nitro, amino, C_1-C_6alkyl, haloC_1-C_6alkyl, C_1-C_6alkoxy, haloC_1-C_6alkoxy, C_1-C_6alkoxycarbonyl, aminocarbonyl, aminosulfonyl, C_1-C_6alkylsulfonyl, mono- and di-(C_1-C_6alkyl)aminosulfonyl, mono- and di-(C_1-C_6alkyl)aminocarbonyl, and mono- and di-(C_1-C_6alkyl)aminoC_0-C_4alkyl;

R_3 is:

(i) hydrogen, halogen, nitro or cyano; or

(ii) a group of the formula $-R_x$-L-M-R_y, wherein:

R_x is C_0-C_3alkylene;

L is a single covalent bond, O, (C=O), (C=O)O, O(C=O), S, SO_2, $(C=O)_pN(R_z)$, $N(R_z)(C=O)_p$, $SO_2N(R_z)$, or $N(R_z)SO_2$, wherein p is 0 or 1;

M is a single covalent bond, C_1-C_8alkyl, $\underline{C_2\text{-}C_8\text{alkenyl}}$ ~~$C_1\text{-}C_8\text{alkenyl}$~~ or $\underline{C_2\text{-}C_8\text{alkynyl}}$~~$C_1\text{-}C_8\text{alkynyl}$~~, wherein each alkyl, alkenyl or alkynyl is substituted with from 0 to 9 substituents independently selected from R_b; and

R_y is:

(a) hydrogen;

(b) C_1-C_8alkyl, C_2-C_8alkenyl, C_2-C_8alkynyl, C_1-C_8alkoxy, (C_1-C_8alkyl)aminoC_0-C_8alkyl, C_1-C_8alkanoyl, C_3-C_8alkanone, C_2-C_8alkyl ether, or a 3- to 10-membered carbocycle or heterocycle, each of which is substituted with from 0 to 9 substituents independently selected from R_b; or

(c) taken together with R_x or R_z to form a 4- to 10-membered carbocycle or heterocycle that is substituted with from 0 to 9 substituents independently selected from R_b;

R_z is:

(a) hydrogen;

(b) C_1-C_8alkyl, C_2-C_8alkenyl, C_2-C_8alkynyl, C_1-C_8alkanoyl, C_3-C_8alkanone, C_2-C_8alkyl ether, or a 3- to 10-membered carbocycle or heterocycle, each of which is substituted with from 0 to 9 substituents independently selected from R_b; or

(c) taken together with R_x or R_y to form a 4- to 10-membered carbocycle or heterocycle that is substituted with from 0 to 9 substituents independently selected from R_b; and

R_b is independently chosen at each occurrence from:

(i) hydrogen, hydroxy, halogen, amino, aminocarbonyl, aminosulfonyl, cyano, nitro and –COOH; and

(ii) C_1-C_8alkyl, C_2-C_8alkenyl~~C_1-C_8alkenyl~~, C_2-C_8alkynyl~~C_1-C_8alkynyl~~, C_3-C_8cycloalkyl, haloC_1-C_8alkyl, C_1-C_8alkoxy, haloC_1-C_8alkoxy, C_1-C_8alkanoyl, C_1-C_8alkanoyloxy, C_1-C_8alkylthio, C_2-C_8alkyl ether, C_1-C_6alkoxycarbonyl, C_1-C_6alkylsulfonyl, mono- and di-(C_1-C_6alkyl)aminosulfonyl, mono- and di-(C_1-C_6alkyl)aminocarbonyl, and mono- and di-(C_1-C_6alkyl)aminoC_0-C_4alkyl; each of which is substituted with from 0 to 3 substituents independently chosen from hydroxy, halogen, amino, cyano, C_1-C_4alkyl, C_1-C_4alkoxy, hydroxyC_1-C_4alkyl, haloC_1-C_4alkyl, and mono- and di-(C_1-C_4alkyl)amino;

and thereby alleviating pain in the patient.

69. (Currently amended) A method according to claim 68, wherein the compound is a compound according to claim 1~~any one of claims 1-41~~.

70. (Original) A method according to claim 68, wherein the compound is present in the blood of the patient at a concentration of 1 micromolar or less.

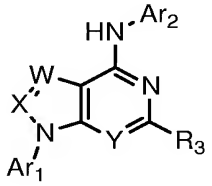
71. – 72. (Cancelled)

73. (Original) A method according to claim 68, wherein the patient is suffering from neuropathic pain.

74. (Original) A method according to claim 68, wherein the pain is associated with a condition selected from: postmastectomy pain syndrome, stump pain, phantom limb pain, oral neuropathic pain, toothache, postherpetic neuralgia, diabetic neuropathy, reflex sympathetic dystrophy, trigeminal neuralgia, osteoarthritis, rheumatoid arthritis, fibromyalgia, Guillain-Barre syndrome, meralgia paresthetica, burning-mouth syndrome, bilateral peripheral neuropathy, causalgia, neuritis, neuronitis, neuralgia, AIDS-related neuropathy, MS-related neuropathy, spinal cord injury-related pain, surgery-related pain, musculoskeletal pain, back pain, headache, migraine, angina, labor, hemorrhoids, dyspepsia, Charcot's pains, intestinal gas, menstruation, cancer, venom exposure, irritable bowel syndrome, inflammatory bowel disease and trauma.

75. (Original) A method according to claim 68, wherein the patient is a human.

76. (Currently amended) A method for treating itch in a patient, comprising administering to a patient a therapeutically effective amount of a compound of the formula:



or a pharmaceutically acceptable salt thereof, wherein:

Ar_1 is a phenyl, benzyl or a 5- or 6-membered heteroaryl or (heteroaryl)methyl group, each of which is substituted with from 0 to 5 substituents independently chosen from R_b and groups that are taken together to form a fused 5- or 6-membered

carbocycle or heterocycle that is substituted with from 0 to 5 substituents independently chosen from R_b;

Ar_2 is phenyl, naphthyl or a 5- to 10-membered heteroaryl group, each of which is substituted with from 0 to 5 substituents independently chosen from R_b;

W, X and Y are each independently N or CR_1;

R_1 is independently selected at each occurrence from hydrogen, halogen, cyano, nitro, amino, C_1-C_6alkyl, haloC_1-C_6alkyl, C_1-C_6alkoxy, haloC_1-C_6alkoxy, C_1-C_6alkoxycarbonyl, aminocarbonyl, aminosulfonyl, C_1-C_6alkylsulfonyl, mono- and di-(C_1-C_6alkyl)aminosulfonyl, mono- and di-(C_1-C_6alkyl)aminocarbonyl, and mono- and di-(C_1-C_6alkyl)aminoC_0-C_4alkyl;

R_3 is:

(i) hydrogen, halogen, nitro or cyano; or

(ii) a group of the formula $-R_x$-L-M-R_y, wherein:

R_x is C_0-C_3alkylene;

L is a single covalent bond, O, (C=O), (C=O)O, O(C=O), S, SO_2, $(C=O)_pN(R_z)$, $N(R_z)(C=O)_p$, $SO_2N(R_z)$, or $N(R_z)SO_2$, wherein p is 0 or 1;

M is a single covalent bond, C_1-C_8alkyl, C_2-C_8alkenyl ~~C_1-C_8alkenyl~~ or C_2-C_8alkynyl~~C_1-C_8alkynyl~~, wherein each alkyl, alkenyl or alkynyl is substituted with from 0 to 9 substituents independently selected from R_b; and

R_y is:

(a) hydrogen;

(b) C_1-C_8alkyl, C_2-C_8alkenyl, C_2-C_8alkynyl, C_1-C_8alkoxy, (C_1-C_8alkyl)aminoC_0-C_8alkyl, C_1-C_8alkanoyl, C_3-C_8alkanone, C_2-C_8alkyl ether, or a 3- to 10-membered carbocycle or heterocycle, each of which is substituted with from 0 to 9 substituents independently selected from R_b; or

(c) taken together with R_x or R_z to form a 4- to 10-membered carbocycle or heterocycle that is substituted with from 0 to 9 substituents independently selected from R_b;

R_z is:

(a) hydrogen;

(b) C_1-C_8alkyl, C_2-C_8alkenyl, C_2-C_8alkynyl, C_1-C_8alkanoyl, C_3-C_8alkanone, C_2-C_8alkyl ether, or a 3- to 10-membered carbocycle or heterocycle, each of which is substituted with from 0 to 9 substituents independently selected from R_b; or

(c) taken together with R_x or R_y to form a 4- to 10-membered carbocycle or heterocycle that is substituted with from 0 to 9 substituents independently selected from R_b; and

R_b is independently chosen at each occurrence from:

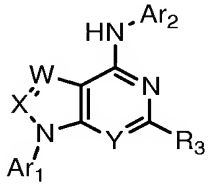
(i) hydrogen, hydroxy, halogen, amino, aminocarbonyl, aminosulfonyl, cyano, nitro and –COOH; and

(ii) C_1-C_8alkyl, C_2-C_8alkenyl~~C_1-C_8alkenyl~~, C_2-C_8alkynyl~~C_1-C_8alkynyl~~, C_3-C_8cycloalkyl, haloC_1-C_8alkyl, C_1-C_8alkoxy, haloC_1-C_8alkoxy, C_1-C_8alkanoyl, C_1-C_8alkanoyloxy, C_1-C_8alkylthio, C_2-C_8alkyl ether, C_1-C_6alkoxycarbonyl, C_1-C_6alkylsulfonyl, mono- and di-(C_1-C_6alkyl)aminosulfonyl, mono- and di-(C_1-C_6alkyl)aminocarbonyl, and mono- and di-(C_1-C_6alkyl)aminoC_0-C_4alkyl; each of which is substituted with from 0 to 3 substituents independently chosen from hydroxy, halogen, amino, cyano, C_1-C_4alkyl, C_1-C_4alkoxy, hydroxyC_1-C_4alkyl, haloC_1-C_4alkyl, and mono- and di-(C_1-C_4alkyl)amino;

and thereby alleviating itch in the patient.

77. (Currently amended) A method according to claim 76, wherein the compound is a compound according to claim 1~~any one of claims 1-41~~.

78. (Currently amended) A method for treating cough or hiccup in a patient, comprising administering to a patient a therapeutically effective amount of a compound of the formula:



or a pharmaceutically acceptable salt thereof, wherein:

Ar_1 is a phenyl, benzyl or a 5- or 6-membered heteroaryl or (heteroaryl)methyl group, each of which is substituted with from 0 to 5 substituents independently chosen from R_b and groups that are taken together to form a fused 5- or 6-membered carbocycle or heterocycle that is substituted with from 0 to 5 substituents independently chosen from R_b;

Ar_2 is phenyl, naphthyl or a 5- to 10-membered heteroaryl group, each of which is substituted with from 0 to 5 substituents independently chosen from R_b;

W, X and Y are each independently N or CR_1;

R_1 is independently selected at each occurrence from hydrogen, halogen, cyano, nitro, amino, C_1-C_6alkyl, haloC_1-C_6alkyl, C_1-C_6alkoxy, haloC_1-C_6alkoxy, C_1-C_6alkoxycarbonyl, aminocarbonyl, aminosulfonyl, C_1-C_6alkylsulfonyl, mono- and di-(C_1-C_6alkyl)aminosulfonyl, mono- and di-(C_1-C_6alkyl)aminocarbonyl, and mono- and di-(C_1-C_6alkyl)aminoC_0-C_4alkyl;

R_3 is:

(i) hydrogen, halogen, nitro or cyano; or

(ii) a group of the formula $-R_x$-L-M-R_y, wherein:

R_x is C_0-C_3alkylene;

L is a single covalent bond, O, (C=O), (C=O)O, O(C=O), S, SO_2, $(C=O)_pN(R_z)$, $N(R_z)(C=O)_p$, $SO_2N(R_z)$, or $N(R_z)SO_2$, wherein p is 0 or 1;

M is a single covalent bond, C_1-C_8alkyl, $\underline{C_2\text{-}C_8\text{alkenyl}}$ ~~$C_1\text{-}C_8\text{alkenyl}$~~ or $\underline{C_2\text{-}C_8\text{alkynyl}}$~~$C_1\text{-}C_8\text{alkynyl}$~~, wherein each alkyl, alkenyl or alkynyl is substituted with from 0 to 9 substituents independently selected from R_b; and

R_y is:

(a) hydrogen;

(b) C_1-C_8alkyl, C_2-C_8alkenyl, C_2-C_8alkynyl, C_1-C_8alkoxy, (C_1-C_8alkyl)aminoC_0-C_8alkyl, C_1-C_8alkanoyl, C_3-C_8alkanone, C_2-C_8alkyl ether, or a 3- to 10-membered carbocycle or heterocycle, each of which is substituted with from 0 to 9 substituents independently selected from R_b; or

(c) taken together with R_x or R_z to form a 4- to 10-membered carbocycle or heterocycle that is substituted with from 0 to 9 substituents independently selected from R_b;

R_z is:

(a) hydrogen;

(b) C_1-C_8alkyl, C_2-C_8alkenyl, C_2-C_8alkynyl, C_1-C_8alkanoyl, C_3-C_8alkanone, C_2-C_8alkyl ether, or a 3- to 10-membered carbocycle or heterocycle, each of which is substituted with from 0 to 9 substituents independently selected from R_b; or

(c) taken together with R_x or R_y to form a 4- to 10-membered carbocycle or heterocycle that is substituted with from 0 to 9 substituents independently selected from R_b; and

R_b is independently chosen at each occurrence from:

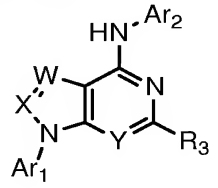
(i) hydrogen, hydroxy, halogen, amino, aminocarbonyl, aminosulfonyl, cyano, nitro and –COOH; and

(ii) C_1-C_8alkyl, C_2-C_8alkenyl~~C_1-C_8alkenyl~~, C_2-C_8alkynyl~~C_1-C_8alkynyl~~, C_3-C_8cycloalkyl, haloC_1-C_8alkyl, C_1-C_8alkoxy, haloC_1-C_8alkoxy, C_1-C_8alkanoyl, C_1-C_8alkanoyloxy, C_1-C_8alkylthio, C_2-C_8alkyl ether, C_1-C_6alkoxycarbonyl, C_1-C_6alkylsulfonyl, mono- and di-(C_1-C_6alkyl)aminosulfonyl, mono- and di-(C_1-C_6alkyl)aminocarbonyl, and mono- and di-(C_1-C_6alkyl)aminoC_0-C_4alkyl; each of which is substituted with from 0 to 3 substituents independently chosen from hydroxy, halogen, amino, cyano, C_1-C_4alkyl, C_1-C_4alkoxy, hydroxyC_1-C_4alkyl, haloC_1-C_4alkyl, and mono- and di-(C_1-C_4alkyl)amino;

and thereby alleviating cough or hiccup in the patient.

79. (Currently amended) A method according to claim 78, wherein the compound is a compound according to claim 1~~any one of claims 1-41~~.

80. (Currently amended) A method for treating urinary incontinence or overactive bladder in a patient, comprising administering to a patient a therapeutically effective amount of a compound of the formula:



or a pharmaceutically acceptable salt thereof, wherein:

Ar_1 is a phenyl, benzyl or a 5- or 6-membered heteroaryl or (heteroaryl)methyl group, each of which is substituted with from 0 to 5 substituents independently chosen from R_b and groups that are taken together to form a fused 5- or 6-membered carbocycle or heterocycle that is substituted with from 0 to 5 substituents independently chosen from R_b;

Ar_2 is phenyl, naphthyl or a 5- to 10-membered heteroaryl group, each of which is substituted with from 0 to 5 substituents independently chosen from R_b;

W, X and Y are each independently N or CR_1;

R_1 is independently selected at each occurrence from hydrogen, halogen, cyano, nitro, amino, C_1-C_6alkyl, haloC_1-C_6alkyl, C_1-C_6alkoxy, haloC_1-C_6alkoxy, C_1-C_6alkoxycarbonyl, aminocarbonyl, aminosulfonyl, C_1-C_6alkylsulfonyl, mono- and di-(C_1-C_6alkyl)aminosulfonyl, mono- and di-(C_1-C_6alkyl)aminocarbonyl, and mono- and di-(C_1-C_6alkyl)aminoC_0-C_4alkyl;

R_3 is:

(i) hydrogen, halogen, nitro or cyano; or

(ii) a group of the formula $-R_x$-L-M-R_y, wherein:

R_x is C_0-C_3alkylene;

L is a single covalent bond, O, (C=O), (C=O)O, O(C=O), S, SO_2, $(C=O)_pN(R_z)$, $N(R_z)(C=O)_p$, $SO_2N(R_z)$, or $N(R_z)SO_2$, wherein p is 0 or 1;

M is a single covalent bond, C_1-C_8alkyl, C_2-C_8alkenyl ~~C_1-C_8alkenyl~~ or C_2-C_8alkynyl~~C_1-C_8alkynyl~~, wherein each alkyl, alkenyl or alkynyl is substituted with from 0 to 9 substituents independently selected from R_b; and

R_y is:

(a) hydrogen;

(b) C_1-C_8alkyl, C_2-C_8alkenyl, C_2-C_8alkynyl, C_1-C_8alkoxy, (C_1-C_8alkyl)aminoC_0-C_8alkyl, C_1-C_8alkanoyl, C_3-C_8alkanone, C_2-C_8alkyl ether, or a 3- to 10-membered carbocycle or heterocycle, each of which is substituted with from 0 to 9 substituents independently selected from R_b; or

(c) taken together with R_x or R_z to form a 4- to 10-membered carbocycle or heterocycle that is substituted with from 0 to 9 substituents independently selected from R_b;

R_z is:

(a) hydrogen;

(b) C_1-C_8alkyl, C_2-C_8alkenyl, C_2-C_8alkynyl, C_1-C_8alkanoyl, C_3-C_8alkanone, C_2-C_8alkyl ether, or a 3- to 10-membered carbocycle or heterocycle, each of which is substituted with from 0 to 9 substituents independently selected from R_b; or

(c) taken together with R_x or R_y to form a 4- to 10-membered carbocycle or heterocycle that is substituted with from 0 to 9 substituents independently selected from R_b; and

R_b is independently chosen at each occurrence from:

(i) hydrogen, hydroxy, halogen, amino, aminocarbonyl, aminosulfonyl, cyano, nitro and –COOH; and

(ii) C_1-C_8alkyl, C_2-C_8alkenyl~~C_1-C_8alkenyl~~, C_2-C_8alkynyl~~C_1-C_8alkynyl~~, C_3-C_8cycloalkyl, haloC_1-C_8alkyl, C_1-C_8alkoxy, haloC_1-C_8alkoxy, C_1-C_8alkanoyl, C_1-C_8alkanoyloxy, C_1-C_8alkylthio, C_2-C_8alkyl ether, C_1-C_6alkoxycarbonyl, C_1-C_6alkylsulfonyl, mono- and di-(C_1-C_6alkyl)aminosulfonyl, mono- and di-(C_1-C_6alkyl)aminocarbonyl, and mono- and di-(C_1-C_6alkyl)aminoC_0-C_4alkyl; each of which is substituted with from 0 to 3 substituents independently chosen from hydroxy, halogen, amino, cyano, C_1-C_4alkyl, C_1-C_4alkoxy, hydroxyC_1-C_4alkyl, haloC_1-C_4alkyl, and mono- and di-(C_1-C_4alkyl)amino;

and thereby alleviating urinary incontinence or overactive bladder in the patient.

81. (Currently amended) A method according to claim 80, wherein the compound is a compound according to claim 1~~any one of claims 1-41~~.

82. – 86. (Cancelled)

87. (Original) A packaged pharmaceutical preparation, comprising:

(a) a pharmaceutical composition according to claim 45 in a container; and

(b) instructions for using the composition to treat pain.

88. (Original) A packaged pharmaceutical preparation, comprising:

(a) a pharmaceutical composition according to claim 45 in a container; and

(b) instructions for using the composition to treat cough or hiccup.

89. (Cancelled)

90. (Original) A packaged pharmaceutical preparation, comprising:

(a) a pharmaceutical composition according to claim 45 in a container; and

(b) instructions for using the composition to treat urinary incontinence or overactive bladder.

91. – 92. (Cancelled)